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July 17, 1996

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-07/18/96--01077--004
*****52.50 *****52.50

Via UPS Overnight Delivery
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: NAIAD Marine Florida, Inc.

Dear Sir/Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" and "Certificate of Good Standing" are submitted to register the above-referenced foreign corporation to transact business in Florida. Also enclosed are two checks: a check for \$70.00, representing the registration fee, and another check for \$52.50, representing the certified copy fee.

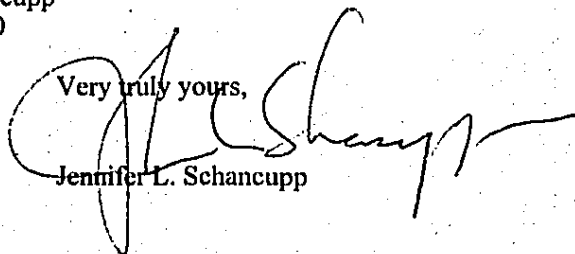
Please return the certified copy and all other correspondence concerning this matter to the following:

Jennifer L. Schancupp
Susman, Duffy & Segaloff, P.C.
55 Whitney Avenue
P.O. Box 1684
New Haven, Connecticut 06507

Should you need to call someone concerning this matter, please call:

Jennifer L. Schancupp
at (203) 624-9830

Very truly yours,



Jennifer L. Schancupp

JLS/pm
Enclosures - Check #1800, Check # 1805
cc: Mr. John D. Venables
FDATA\DOCS\CLIENT\VAN\USENNA\ACFQTL71796.WPD

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 PM 3:39

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. NAIAD Marine Florida, Inc. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware (State or country under the law of which it is incorporated)
3. 65-0678393 (FEI number, if applicable)
4. June 18, 1996 (Date of Incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Will be 8/1/96 (Date first transacted business in Florida, (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.) Suite D
7. Broward Business Park, 3650 Hacienda Boulevard, Fort Lauderdale, Florida 33314

- (Current mailing address)
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware
8. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)

Name: Victor Kuzmovich, Jr.
Office Address: NAIAD Marine Florida, Inc., Broward Business Park, Suite D Fort 3650 Hacienda Boulevard, Lauderdale, Florida, 33314 (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Victor Kuzmovich, Jr. (Registered agent's signature)

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Solo Director

X Chairman: John D. Venables

Address: c/o Van Dusen & Meyer, Inc., 50 Parrott Drive, P.O. Box 558, Shelton, CT
06484-0558

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
96 JUL 18 PM 3:40

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: John D. Venables

Address: c/o Van Dusen & Meyer, Inc., 50 Parrott Drive, P.O. Box 558, Shelton, CT
06484-0558

Operations
Manager: Victor Kuzmovich, Jr.

Address: NAIAD Marine Florida, Inc., Broward Business Park, Suite D, 3650 Hacienda Boulevard,
Fort Lauderdale, Florida 33314


Secretary: Carl H. Strand

Address: c/o Van Dusen & Meyer, Inc. 50 Parrott Drive, P.O. Box 558, Shelton, CT
06484-0558

Treasurer: Carl H. Strand

Address: c/o Van Dusen & Meyer, Inc., 50 Parrott Drive, P.O. Box 558, Shelton, CT
06484-0558

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John D. Venables, President, NAIAD Marine Florida, Inc.
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NAIAD MARINE FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JULY, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 PM 3:40



Edward J. Freel

Edward J. Freel, Secretary of State

2635467 8300

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AUTHENTICATION:

8028291

DATE:

07-16-96